

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

W.R. GRACE & CO., *et al.*,<sup>1</sup>

Reorganized Debtors.

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)  
) Chapter 11  
)  
) Case No. 01-01139 (KG)  
) Jointly Administered  
)  
) Re: Docket No. 32851  
) Hearing Date: May 3, 2017 at 11:00 a.m.  
) Objection Deadline: April 25, 2017 at 4:00 p.m.  
)

**MOTION OF NORFOLK SOUTHERN RAILWAY COMPANY TO EXCEED PAGE  
LIMITATION FOR REPLY BRIEF**

Norfolk Southern Railway Company (“Norfolk Southern”), by and through its undersigned counsel, hereby moves (the “Motion”) for entry of an order authorizing Norfolk Southern to exceed the page limit requirement for the *Norfolk Southern Railway Company’s (I) Reply Brief in Support of Norfolk Southern’s Cross-Motion for Summary Judgment and (II) Objection to the Reorganized Debtors’ Motion to Strike the Sharpe and Conley Declarations* (the “Reply Brief”) and respectfully states as follows:

1. On October 13, 2016 the above captioned reorganized debtors (the “Debtors”) filed their *Motion for Summary Judgment Pursuant to Fed. R. Bankr. P. 7056 for Partial Allowance and Partial Disallowance of Claim No. 7021, Filed by Norfolk Southern Railway Company* [D.I. 929575] (the “Summary Judgment Motion”).

2. On January 27, 2017, Norfolk Southern, in response filed *Norfolk Southern Railway Company’s Cross Motion for Summary Judgment Allowing Claim No. 7021* [D.I. 32825] (the “Cross-Motion”) along with *Norfolk Southern Railway Company’s (I) Answering Brief in Opposition to Reorganized Debtors’ Motion for Summary Judgment Pursuant to Fed. R. Bankr.*

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<sup>1</sup> The Reorganized Debtors are W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”)

*P. 7056 for Partial Allowance and Partial Disallowance of Claim No. 7021 and (II) Opening Brief in Support of Norfolk Southern Railway Company's Cross Motion for Summary Judgment* [D.I. 32826] (the "NS Brief").

3. On March 8, 2017 the Debtors filed their *Omnibus Memorandum in Support of Granting the Reorganized Debtors' Summary Judgment Motion, Denying Norfolk Southern's Cross-Motion and Disallowing Norfolk Southern's Indemnification Claim* [D.I. 32838] (the "Debtors' Omnibus Brief"). Five days later, on March 13, 2017, the Debtors filed their *Motion for Entry of an Order Authorizing the Reorganized Debtors to Exceed the Page Limit Requirement for Omnibus Memorandum in Support of Granting the Reorganized Debtors' Summary Judgment Motion, Denying Norfolk Southern's Cross-Motion and Disallowing Norfolk Southern's Indemnification Claim* [D.I. 32840] (the "Debtors' Motion to Exceed the Page Limit").<sup>2</sup> Norfolk Southern has not objected to the Debtors' Motion to Exceed the Page Limit.

4. Contemporaneously herewith, Norfolk Southern has filed the Reply Brief.

5. Local Rule 7007-2(a)(iv) sets forth that reply briefs shall not exceed twenty (20) pages without leave from the Court. The Debtors' Omnibus Brief, which served as a reply to the NS Brief and a response to the Cross-Motion consisted of five briefs totaling one hundred and ten (110) pages.

6. Norfolk Southern has put forth its best effort to deliver a succinct reply to the Debtors' Omnibus Brief. Given the voluminous papers filed by the Debtors, however, Norfolk Southern could not fully respond to the Debtors' Omnibus Brief, and the two declarations (attached thereto), within the page limit set forth in the Local Rules.

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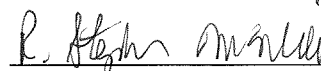
<sup>2</sup> It appears that the Debtors attempted to file their Debtors Motion to Exceed the Page Limit on March 10, 2017, but due to a filing error, the motion was not actually filed until March 13, 2017.

7. By this Motion, Norfolk Southern seeks to exceed by eight (8) pages the twenty (20) page limit established by Local Rule 7007-2(a)(iv) for reply briefs. Norfolk Southern believes that the additional pages will aid the Court in considering the Summary Judgment Motion and the Cross-Motion.

WHEREFORE, Norfolk Southern respectfully requests that the Court enter an Order, substantially in the form attached hereto as **Exhibit A**, granting Norfolk Southern authority to exceed the applicable page limitation by eight (8) pages and for such other relief as this Court deems just and proper.

Dated: April 11, 2017  
Wilmington, Delaware

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